

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

## FORM D

## NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

	OMB APPROVAL
OME Expir Estin hours	07052746
Prefix	Serial

DATE RECEIVED

Name of Offering ( check if this is an amendment and name has changed, and indicate change.)	
Continental Healthcare Fund (QP), L.P. (the "Issuer")	
Filing Under (Check box(es) that apply):  Rule 504 Rule 505 Rule 506	Section 4(6) ULOE
Type of Filing: New Filing Amendment	
A. BASIC IDENTIFICATION DATA	
Enter the information requested about the issuer	
Name of Issuer ( check if this is an amendment and name has changed, and indicate change.)  Continental Healthcare Fund (QP), L.P.	
Address of Executive Offices (Number and Street, City, State, ZIP Code) c/o Continental Advisors LLC, 227 West Monroe Street, Suite 5050, Chicago, Illinois 60606	Telephone Number (Including Area Code) (312) 377-3777
Address of Principal Business Operations (Number and Street, City, State, ZIP Code) (if different from Executive Offices) same as above	Telephone Number (Including Area Code) same as above
Brief Description of Business  To invest primarily in equity and equity-like instruments of U.S. companies in the healthcare sector.	PROCESSED
Type of Business Organization	MAY On agen
corporation limited partnership, already formed other (please spec	sify): MAY 0 8 2007
business trust limited partnership, to be formed	THOMSON
Actual or Estimated Date of Incorporation or Organization:    Month   Year	Actual Estimated FINANCIAL

#### **GENERAL INSTRUCTIONS**

Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:
This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

#### **ATTENTION**

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

> Potential persons who are to respond to the collection of information contained in this form are not required to respond unless form displays a currently valid OMB number.

A. BASIC IDENTIFICATION DATA
2. Enter the information requested for the following:
• Each promoter of the issuer, if the issuer has been organized within the past five years;
<ul> <li>Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;</li> </ul>
• Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
• Each general and managing partner of partnership issuers.  Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director Managing Partner
Full Name (Last name first, if individual) Continental Advisors LLC (the "General Partner")
Business or Residence Address (Number and Street, City, State, Zip Code) 227 West Monroe Street, Suite 5050, Chicago, Illinois 60606
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Full Name (Last name first, if individual) Purcell, David P.
Business or Residence Address (Number and Street, City, State, Zip Code) 227 West Monroe Street, Suite 5050, Chicago, Illinois 60606
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Full Name (Last name first, if individual) O'Neill, David G.
Business or Residence Address (Number and Street, City, State, Zip Code) 227 West Monroe Street, Suite 5050, Chicago, Illinois 60606
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Full Name (Last name first, if individual) Purcell, Paul M.
Business or Residence Address (Number and Street, City, State, Zip Code) 227 West Monroe Street, Suite 5050, Chicago, Illinois 60606
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Full Name (Last name first, if individual) Purcell, Philip J.
Business or Residence Address (Number and Street, City, State, Zip Code) 1036 Seneca Road, Wilmette, Illinois 60091
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Full Name (Last name first, if individual) University of Notre Dame du Lac
Business or Residence Address (Number and Street, City, State, Zip Code) 900 Grace Hall, Notre Dame, Indiana 46556
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Full Name (Last name first, if individual)
Business or Residence Address (Number and Street, City, State, Zip Code)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

				В.	INFORM	ATION AB	OUT OFF	ERING					
		-	•••	·		· - · · · · · · · · · · · · · · · · · ·						YES	NO
1. Has th	e issuer solo	i, or does t	he issuer i	ntend to sel	l, to non-ac	ccredited in	vestors in th	is offering	?				$\boxtimes$
				Answer al	so in Appe	ndix, Colun	nn 2, if filin	g under UL	OE.				
2. What	s the minim	um invest	ment that v	will be acce	pted from a	any individu	ıal?					\$500,0	00*
* Subject	t to the dis	cretion of	the Gener	ral Partnei	to lower s	such amoui	nt.					YES	МО
<ol><li>Does t</li></ol>	he offering	permit joir	nt ownersh	ip of a sing	le unit?					• • • • • • • • • • • • • • • • • • • •		$\boxtimes$	$\sqcup$
4. Enter	he informat	ion reques	ted for eac	h person w	ho has been	n or will be	paid or give	en, directly	or indirect	ly, any co	mmission		
or sim	ilar remune	ration for s	solicitation	of purchas	sers in cont	nection with	sales of se	curities in	the offering	g. It a per states liet	the name		
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Not applicab	e					<u> </u>							
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(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

# C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

Type of Security	1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		
Debt   Equity   50   50   50   50   50   50   50   5				•
Convertible Securities (including warrants)   50   50     Partnership Interests   500   50     Partnership Interests   500   50     Total   600   50     Total   70   70     Total (for filings under Rule 504 only)   70     Answer also in Appendix, Column 4, if filing under ULOE.  3. If this filing is for an offering under Rule 504 only)   70     Total (for filings under Rule 504 only)   70     Type of securities in this offering classify securities by type listed in Part C - Question 1.  Type of offering   70     Rule 505   70     Rule 504   70     Rule 505   70     Rule 504   70     Rule 505   70     Rule 505   70     Rule 506   70     Rule 507   70     Rule 508   70     Rule 509   70     Rule 500   70     Rule 50			\$0	\$0
Convertible Securities (including warrants)   30   50     Partnership Interests   500,000,000(c)   5110,814,183.56     Other (Specify		Equity	\$0	\$0
Partnership Interests		· '		
Partnership Interests		Convertible Securities (including warrants)	\$0	\$0
Other (Specify			\$200,000,000(a)	\$110,834,183.56
Total Answer also in Appendix, Column 3, if filing under ULOE.  2. Enter the number of accrediced and non-accrediced investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For exemptions of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."    Aggregate pollar Amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."    Aggregate pollar Amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."    Aggregate pollar Amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."    Aggregate pollar Amount of Purchases on the total lines.		•		\$0
Answer also in Appendix, Column 3, if filing under ULOE.  2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."    Number   Investors		· • · · · · · · · · · · · · · · · · · ·		
and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines.  Enter "0" if answer is "none" or "zero."    Number   Numb			3200,000,000(2)	,
Accredited Investors 6.0 10.0 10.0 10.0 10.0 10.0 10.0 10.0	2.	and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines.	•	Aggregatë
Non-accredited investors 0 50 Total (for filings under Rule 504 only)				Dollar Amount
Total (for filings under Rule 504 only)  Answer also in Appendix, Column 4, if filing under ULOE.  3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.  Type of offering Rule 505		Accredited Investors	40	\$110,834,183.56
Answer also in Appendix, Column 4, if filing under ULOE.  3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.  Type of offering Type of offering Rule 505.  Regulation A.  Rule 504.  Total.  Total.  10		Non-accredited investors	0	\$0
3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.  Type of offering Rule 505		Total (for filings under Rule 504 only)	N/A	\$N/A
Type of offering Rule 505	3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of		
Rule 505 N/A SN/A  Regulation A N/A SN/A  Rule 504 N/A SN/A  Total N/A SN/A  4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.  Transfer Agent's Fees So  Printing and Engraving Costs So  Legal Fees So  Accounting Fees So  Engineering Fees So  Sales Commissions (specify finders' fees separately)  Other Expenses (identify) Filing Fees So  Total Solve		Type of offering		
Regulation A N/A SN/A  Rule 504 N/A SN/A  Total N/A SN/A  Total statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.  Transfer Agent's Fees So  Printing and Engraving Costs So  Legal Fees So  Accounting Fees So  Sales Commissions (specify finders' fees separately)  Other Expenses (identify) Filing Fees So  Total Solve So		•••	•	
Rule 504				
Total				
this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.  Transfer Agent's Fees				
Printing and Engraving Costs 50  Legal Fees 510,000  Accounting Fees 50  Engineering Fees 50  Sales Commissions (specify finders' fees separately) 50  Other Expenses (identify) Filing Fees 55,000  Total 55,000	4.	this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
Legal Fees       \$10,000         Accounting Fees       \$0         Engineering Fees       \$0         Sales Commissions (specify finders' fees separately)       \$0         Other Expenses (identify) Filing Fees       \$5,000         Total       \$15,000			=	
Accounting Fees 50 Engineering Fees 50 Sales Commissions (specify finders' fees separately) 50 Other Expenses (identify) Filing Fees 55,000 Total 55,000				
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Sales Commissions (specify finders' fees separately)  Other Expenses (identify) Filing Fees  Total  50  55,000  515,000				-
Other Expenses (identify) Filing Fees         \$55,000           Total         \$15,000		• -		
Total				\$0
	(0)		🗵	\$15,000

### C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

b. Enter the difference between the aggregate offering price given in response to Part C - Question I and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceed proceeds to the issuer."

\$199,985,000

Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

		Payments to Officers, Directors, & Affiliates	Payments t Others
Salaries and fees		\$0	\$0
Purchase of real estate	⊠	\$0	<b>S</b> 0
Purchase, rental or leasing and installation of machinery and equipment		\$0	<b>⊠</b> \$0
Construction or leasing of plant buildings and facilities		\$0	<b>⊠</b> \$0
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another			<del></del> -
issuer pursuant to a merger)	X	\$0	⊠ so
Repayment of indebtedness	X	\$0	<b>⊠</b> 50
Working capital	⊠	\$0	<b>∑</b> \$0
Other (specify): Portfolio investments	🖂	\$0	\$199,985,00
	 ⊠	\$0	⊠ so
Column Totals		So	00,289,9912
Total Payments Listed (column totals added)	•••••	<b>∑</b> \$199,	985,000
D. FEDERAL SIGNATURE	<del></del>		

informat Date Issuer (Print or Type)

Continental Healthcare Fund (QP), L.P.

April 26, 2007

Name of Signer (Print or Type)

Title of Signer (Print or Type)

David P. Purcell

Managing Member of the General Partner

## **ATTENTION**

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001).